

**AMENDMENT TO THE AGREEMENT  
BETWEEN  
DIECA COMMUNICATIONS, INC. d/b/a COVAD COMMUNICATIONS COMPANY  
AND  
BELLSOUTH TELECOMMUNICATIONS, INC.  
DATED DECEMBER 19, 2001**

Pursuant to this Amendment, (the "Amendment"), DIECA Communications, Inc. d/b/a Covad Communications Company ("Covad"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated December 19, 2001 ("Agreement") to be effective one (1) day after the date of last signature executing the Amendment.

WHEREAS, BellSouth and Covad entered into the Agreement on December 19, 2001, and;

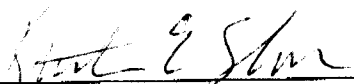
NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to add the following rates attached in Exhibit B to the Attachment 2 rates for the states Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee.
2. All of the other provisions of the Agreement, dated December 19, 2001, shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

## Signature Page

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

**BellSouth Telecommunications, Inc.**

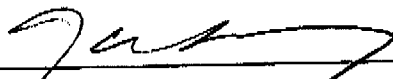
By: 

Name: ~~Kristen Rowe~~ Shore

Title: Director

Date: 8/15/06

**DIECA Communications, Inc. d/b/a  
Covad Communications Company**

By: 

Name: James A. Kirkland

Title: SVP and General Counsel

Date: 8/14/06

UNBUNDLED NETWORK ELEMENTS - Florida												Attachment: 2 Exh A			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to internet Website: <a href="http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm">http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm</a>															
UNBUNDLED EXCHANGE ACCESS LOOP															
2-WIRE ASYMMETRICAL DIGITAL SUBSCRIBER LINE (ADSL) COMPATIBLE LOOP															
	CLEC to CLEC Conversion Charge without outside dispatch			UAL	UREWO		86.19	40.39							

UNBUNDLED NETWORK ELEMENTS - Georgia												Attachment: 2 Exh A						
CATEGORY	RATE ELEMENTS				Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
									First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
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UNBUNDLED EXCHANGE ACCESS LOOP																		
2-WIRE ASYMMETRICAL DIGITAL SUBSCRIBER LINE (ADSL) COMPATIBLE LOOP																		
	CLEC to CLEC Conversion Charge without outside dispatch					UAL	UREWO		44.69	29.29								

UNBUNDLED NETWORK ELEMENTS - Kentucky											Attachment 2 Exh A:					
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
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UNBUNDLED NETWORK ELEMENTS - Louisiana											Attachment 2 Exh A:					
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l				
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
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UNBUNDLED EXCHANGE ACCESS LOOP																
2-WIRE ASYMMETRICAL DIGITAL SUBSCRIBER LINE (ADSL) COMPATIBLE LOOP																
	CLEC to CLEC Conversion Charge without outside dispatch			UAL	UREWO		86.07	40.34								

UNBUNDLED NETWORK ELEMENTS - Mississippi											Attachment 2 Exh A:					
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	

UNBUNDLED NETWORK ELEMENTS - North Carolina														Attachment: 2 Exh A			
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l				
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to internet Website: <a href="http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm">http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm</a>																	
UNBUNDLED EXCHANGE ACCESS LOOP																	
2-WIRE ASYMMETRICAL DIGITAL SUBSCRIBER LINE (ADSL) COMPATIBLE LOOP																	
		CLEC to CLEC Conversion Charge without outside dispatch			UAL	UREWO		78.06	32.38								



UNBUNDLED NETWORK ELEMENTS - South Carolina												Attachment: 2 Exh A						
CATEGORY	RATE ELEMENTS				Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
									First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
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UNBUNDLED EXCHANGE ACCESS LOOP																		
2-WIRE ASYMMETRICAL DIGITAL SUBSCRIBER LINE (ADSL) COMPATIBLE LOOP																		
	CLEC to CLEC Conversion Charge without outside dispatch						UAL	UREWO	86.38	40.48								

UNBUNDLED NETWORK ELEMENTS - Tennessee												Attachment 2 Exh A:			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
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